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CHARTER

AND

BY-LAWS

OF

Franklin and Marshall College.

LANCASTER, PENNA.

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Franklin & Marshall College.

CHARTER.

PENNSYLVANIA, *SS.*

In the name and by the authority of the Commonwealth of Pennsylvania, WILLIAM BIGLER, *Governor of said Commonwealth,*

TO ALL TO WHOM THESE PRESENTS SHALL COME SENDS GREETING:

WHEREAS, an Act of the General Assembly of this Commonwealth entitled "An Act to unite and consolidate Marshall College now at Mercersburg, with Franklin College now at Lancaster under the name of "Franklin and Marshall College," as a corporation, to be located in the City of Lancaster, or its immediate vicinity, provides for incorporation of said College, and which Act is as follows, viz:—

SECTION 1.—*Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same,* That Franklin College, which was chartered by the representatives of the freemen of the said Commonwealth, sitting at Philadelphia, the tenth of March, one thousand seven hundred and eighty-seven, and Marshall College at Mercersburg, chartered by act of Assembly the thirty-first of March, one thousand eight hundred and thirty-six, be and are hereby united and consolidated into one institution of learning, under the corporate name, style, and title of "Franklin and Marshall College," and thus created, the same be located in the City of Lancaster, or in its immediate vicinity.

Name, Style and Title.

Location.

SECTION 2.—The said Franklin and Marshall College so united, consolidated and located, shall be under the direction, management and government of not less than forty-five nor

Trustees number of

more than sixty trustees, of whom the Governor of this State shall ex-officio be one, and two-thirds of which number of trustees at least shall be members of the German Reformed Church,

Quorum of

and a quorum of whom competent to transact any business shall consist of fifteen members, at least two-thirds of which quorum shall be members of the German Reformed Church, and to that

Names of the first trustees

end and purpose William Heyser, John Smith, Barnard Wolff, George Besore, John Casper Bucher, and John W. Nevin, of Franklin county; John Conrad Bucher, George Z. Kunkel, Daniel W. Gross, Rudolph F. Kelker, John F. Mesick, and Luther Reiley, of Dauphin county; David Middlekauff, of Adams county; William A. Good and Samuel Wagner, of York county; David Krause, William Schall and John R. Kooken, of Montgomery county; Julius W. Mann, William Mayberry, Charles Bibighaus, and John Alberger, of Philadelphia; John W. Gloninger, John W. Killinger and John Krause, of Lebanon county; James Buchanan, John L. Atlee, Samuel Bowman, James L. Reynolds, John Reynolds, Emanuel C. Reigart, Henry G. Long, Samuel Humes, Benjamin Champneys, B. Keenan, Christopher Hager, Daniel Heitshue, David Longenecker, Christian Gast, John Bausman, William Hiester, Philip K. Brenneman, N. A. Keyes, Clement B. Grubb, and Joseph Konigmacher, of Lancaster county; Thomas H. Leinbach, Philip Zieber, and P. Hiester, of Berks county; Isaac Meyers, of Schuylkill; J. H. A. Bomberger, J. P. Hetrich, of Northampton county; George C. Welker, of Northumberland county; and William Darlington, of Chester county, Pennsylvania; Jacob Myer, of Virginia; Elias Heiner, John Rodenmayer, Bernard O. Wolff, David Zellers, and George Shaffer, of Maryland; and the Governor of the Commonwealth of Pennsylvania, ex-officio, shall be and hereby are created the first trustees.

Section 3.—The trustees above named and created, and their successors, to be elected as hereinafter provided, are hereby established and declared to be one body politic and corporate, with perpetual succession in deed and in law under the said name, style, and title of "Franklin and Marshall College," by which name they and their successors shall be capable in law and equity to take for the use of Franklin and Marshall College, any estate in any messuages, lands, tenements, and hereditaments, goods, chattels, moneys, and other effects, by gift, bargain, and sale, conveyance, assurance, devise, or bequest, as well of the said Franklin College and the said Marshall College at Mercersburg, both being hereby authorized and empowered to alien, transfer and convey, to said Franklin and Marshall College, such property as of all other persons or corporate bodies, and the same to dispose of by sale or otherwise, or to farm, let, and put out on interest, for the use of said Franklin and Marshall College, in such manner as they or a quorum of their board of trustees shall judge most beneficial to said in-

stitution, and receive the proceeds and income thereof for its proper support; to execute all contracts for scholarships, erected by Marshall College, unless the owner or holder of any scholarship residing in Mercersburg, on which a balance may remain unpaid, shall object to paying the same, and by the same name to sue and be sued, to prosecute and defend, implead and be impleaded, in any court of law or equity, and generally to transact all business concerning the premises or incidentally necessary to ensure full success to said College; and to hold, enjoy, and exercise all such powers, authorities, and jurisdictions, as are customary in other like institutions in this State.

Of Common Seal.

SECTION 4.—The said trustees shall cause a common seal to be made for the use of the said corporation and college, with such devices and inscriptions thereon as are suitable for the same in their judgment, by which all deeds and other instruments of writing, diplomas, certificates, and other acts of said corporation and College shall pass and be authenticated, and said seal to break, alter, and replace at their pleasure.

Annual Meeting.

SECTION 5.—The first meeting of said trustees shall be convened in the City of Lancaster, on the requisition of any seven of their members, and notice of ten days to each; and thereafter their meeting shall be annual at each college commencement, on similar notice, to be given by the President or Secretary, to transact the business of said corporation and college, to

By-Laws.

enact by-laws not repugnant to the constitution and laws of the United States or of this State, to appoint the principal and professors of said college, and determine their number, duties, and

appointment and removal of professors.

compensation; to remove said functionaries for incompetency, misconduct or other sufficient cause, to provide in conference with its faculty proper rewards for merit, and punishments for

President.

violation of its rules, regulations and by-laws on the part of students and subordinate officers; to elect their President,

Secretary.

Secretary, and Treasurer, and such other officers and agents as

Treasurer.

are usual in other colleges; to appoint committees for carrying into execution their resolutions, and generally to do all other

Committees.

matters and things which though not here enumerated may be necessary to secure the full success and well being of said institution.

Special meetings, how called.

SECTION 6.—The Trustees may adjourn their meetings, and also may hold special meetings whenever the President and Secretary, and on their disagreement or neglect a majority of the faculty, shall require it, for the transaction of any distinct business or ordering of any distinct matter concerning said College, either at Lancaster or other convenient place; but in such case notice of the business or matter to be done, as well as the time and place of meeting, shall be given ten days beforehand to each member of the board.

Notice of the Special Business to be given ten days beforehand.

Vacancies how filled.

SECTION 7.—In the room and instead of Trustees who shall die, resign, or otherwise create vacancies, the remaining Trustees shall elect others at the next annual meeting, or at a special meeting, to be called for that purpose in manner aforesaid, and thus perpetual succession in the Board of Trustees and the corporation shall be kept up and preserved, with the powers, rights, immunities, and duties, provided for in this charter; and if any member of the Board of Trustees shall fail to attend three succesive annual meetings thereof, his seat may be vacated by said board, if by them deemed expedient.

The Faculty and its power

SECTION 8.—The Principal of said College and its Professors, who may from time to time be multiplied to any number, for the purpose of giving instruction in any of the liberal arts and sciences and other useful learning, or a majority of them, for the time being, shall constitute the Faculty of the same, and shall as such have power to enforce the rules and regulations adopted by the Trustees for its government, and that of its students and subordinate officers, and to grant by order and consent of the Board of Trustees, or a quorum thereof, such degrees in the said arts and sciences or other useful learning to students of said College and others, who by their proficiency in learning, or other distinction, shall be adjudged entitled to them, as have been usually granted in other Colleges or Universities in America or Europe, and to grant to said students entitled thereto, diplomas or certificates to perpetuate the memory of their graduation or other distinction, in all which cases the same shall be authenticated by the common seal of said corporation.

German Professorship.

SECTION 9.—There shall be in said College one or more German Professorships.

SECTION 10.—That whenever the intent in any gift, grant, devise, or bequest, to or from said corporation to make the same shall sufficiently appear, no misnomer shall defeat such intent, nor shall any omission or neglect of the Trustees to meet at the time and place appointed for business, affect this charter or work its forfeiture, but in such case another meeting may be called by any member of the Board giving ten days notice for that purpose.

SECTION 11.—The charters of the Franklin College and of Marshall College aforesaid, shall be and severally remain in full force and virtue until they shall severally have collected all obligations due them, and have severally conveyed their property, real, personal, and mixed, subject to the subsequent provisions of this act, as far as relates to the real estate of Marshall College, to Franklin and Marshall College aforesaid, for the use, benefit, and behoof of the said Franklin and Marshall College, and thenceforth the said charters of Franklin College and Marshall College shall be null and void.

And whereas, By the above recited act, the Governor of this Commonwealth is authorized and required to issue his letters patent, under the Seal of the State in the manner and at the time therein specified.

And whereas, The stipulations, conditions and things in the said act, directed to be performed, have in all respects been fully complied with.

Now know ye, That in pursuance of the power, and authority to me by law given, I, William Bigler, Governor of the said Commonwealth, do by these presents, which I have caused to be made patent and sealed with the Seal of the State, establish and declare the above named trustees, and their successors in office, to be one body politic and corporate with perpetual succession in deed and in law by the name, style and title of "Franklin and Marshall College."

And by the said name the trustees aforesaid, and their successors in office, shall have all the privileges and franchises incident to a corporation, and the trustees aforesaid, and their successors and assigns are generally to be invested with all the rights, powers and privileges with full force and effect, and to be subject to all the duties, requisites and restrictions, specified and enjoined in and by the said act of the General Assembly, and all other laws of this Commonwealth.

Given under my hand and the great seal of the State at Harrisburg, this twenty-first day of December, in the year of our Lord one thousand eight hundred and fifty-two, and of the Commonwealth the Seventy-Seventh.

By the Governor:

F. W. HUGHES,
Secretary of the Commonwealth.

BY-LAWS

OF

Franklin and Marshall College.

ADOPTED, AUGUST, 1853.

ARTICLE I.—*Meetings of the Board.*

SEC. 1.—The annual meetings of this Board shall be at the time of each College commencement; and a semi-annual meeting shall be held at the close of the first session of each year.

SEC. 2.—Special and adjourned meetings may be held whenever the President and Secretary, or on their disagreement or neglect, a majority of the Faculty may require it, but in such cases the 6th Section of the Charter shall be duly observed.

SEC. 3.—If a less number than a legal quorum, (which is 15,) shall be convened at any time on notice duly given, the members present may appoint another time of meeting.

ARTICLE II.—*Officers of the Board.*

The Officers of the Board shall be a President, two Vice Presidents, a Recording and Corresponding Secretary, and a Treasurer. There shall also be an Executive or Finance Committee, consisting of nine persons who shall be elected at each annual meeting of the Board.

ARTICLE III.—*Of the President and Vice Presidents.*

SEC. 1.—The President when present at a meeting, shall take the chair *at the time appointed,* cause the meeting to be opened with prayer; he shall decide all questions of order, subject to an appeal from his decision, regularly made and seconded, appoint all committees, except when otherwise ordered; in case of an equal division on any question he shall decide the same by his casting vote, unless excused by the Board; and shall attend to all other business ordinarily belonging to his office.

SEC. 2.—The Vice Presidents, when present, shall take seats near the President. In the absence of the President, one of the Vice Presidents shall take his place and perform his duties; and in case neither President nor Vice President shall be present at a meeting, the Board may call any one of its members to occupy his place *pro tem.*

ARTICLE IV.—*Of the Recording Secretary.*

SEC. 1.—The Recording Secretary shall have charge of the papers of the Board, subject to their orders; shall file and preserve them carefully; shall keep a regular and fair record of all its proceedings; shall give the required notices of all meetings, notify new members of their elections, and new officers of their appointment, and perform all the duties usually belonging to his office.

ARTICLE V.—*Of the Corresponding Secretary.*

This Secretary shall conduct the Correspondence of the Board, make all necessary public announcements in its behalf, and aid the Recording Secretary in serving notices, when such aid is needed—and requested.

ARTICLE VI.—*Of the Treasurer.*

SEC. 1.—The Treasurer shall receive, and keep a regular and full account of all the monies of the Board; and invest or disburse the same under the general direction of the Board and their Finance Committee.

SEC. 2.—No money shall at any time be paid away or loaned by the Treasurer, except on an order for the purpose

signed by the Chairman of the Finance Committee and the Secretary of the Board; and this order shall be to him, at all times, a sufficient voucher for the will of the Board.

Sec. 3.—The Treasurer shall form a current fund, out of Tuition and other Fees collected from the Students, interest on investments, and such other appropriations as the Board and Executive committee may see fit, from time to time, to make towards this object; from this fund he shall pay the regular salaries of the Professors and other current expenses of the institution on proper order. No bill shall be accepted and paid by the Treasurer of the Board that has not been first audited by the Finance Commttee, and ordered in the proper way.

Sec. 4.—If, at any time, a surpluss shall remain of the current fund after the ordinary expenses shall have been paid, the Treasurer shall immediately notify the Chairman of the Executive Committee thereof, and shall urge its proper investment.

Sec. 5.—The Treasurer shall give bond with, at least, two sufficient sureties, or real security in the sum of not less than Twenty Thousand Dollars for the faithful discharge of his duties.

Sec. 6.—At each annual meeting of the Board, and at any other time if called upon by the Board, or the Executive, or Finance Committees, the Treasurer shall report in form the state of the Treasury, exhibiting the amount of monies received and disbursed of each distinct fund, since the date of his previous report. Each report shall be accompanied by the proper vouchers, and shall be with these carefully inspected and compared by an auditing committee before it shall be adopted by the Board and recorded on its minutes.

Sec. 7.—The Treasurer shall require the Faculty to appoint from among their number a Treasurer whose duty it shall be to receive, at the opening of each session, all monies paid for tuition, expenses, janitor's fees and fines, and to hand over the same to the Treasurer of the Board, to be placed in the current fund.

ARTICLE VII.—*Of the Executive & Finance Committee.*

Sec. 1.—This committee shall consist of nine members

including the Recording Secretary and the Treasurer of the Board. The Chairman of the committee shall be appointed by the Board; but, if a vacancy occur, the committee shall appoint a temporary chairman until the next meeting of the Board. The committee shall, at each meeting of the Board lay the record of their proceedings upon the table for the inspection of the Board.

SEC. 2.—The Executive Committee shall be the Finance Committee of the Board; shall carry out all its orders; manage all its funds and property, and superintend all its investments, disbursements and appropriations, under the direction and supervision of the Board; and shall co-operate with the Faculty in maintaining good order and promoting good behaviour in the institution.

SEC. 3.—Any funds donated or appropriated for the permanent endowment of the institution, shall, under no circumstances be devoted to any other purpose.

SEC. 4.—The committee shall, invariably audit all bills before they order the Treasurer to pay to any claimant.

SEC. 5.—Wherever deemed expedient, the committee may order a special meeting of the Board to be called to attend to important and urgent business.

ARTICLE VIII.—*Of the Election of Officers.*

SEC. 1.—The officers shall be elected annually; and the election shall be *viva voce*, unless otherwise ordered by two-thirds of the members present.

SEC. 2.—The Officers and the Finance Committee shall be always chosen from members of the Board; but, the Treasurer may be selected from without the Board, if, at any time, it be deemed expedient.

ARTICLE IX.—*Of the Order of Business.*

SEC. 1.—Each meeting shall be opened with prayer. Then the roll shall be called, and all the members present at any meeting, shall be noted and recorded.

SEC. 2.—The minutes of the preceding meeting shall be read, corrected and approved; and the minutes of the last session of each meeting shall be read and corrected before the Board adjourns *sine die*.

Sec. 3.—All letters, petitions, memorials, remonstrances and accompanying documents, shall be handed in and disposed of, in such a way as the case may require.

Sec. 4.—Items of unfinished business shall be considered and disposed of; and reports of committees shall be received and acted upon.

Sec. 5.—All adopted reports, the Secretary shall file, and when ordered by the Board shall record them on the minutes.

Sec. 6.—Business relating to Rules, regulations, and ordinances of the college; and, the punishments shall be called up and attended to.

Sec. 7.—Business referring to the organization and affairs of the Faculty, and the general interests of the institution, shall be deliberated upon.

Sec. 8.—Elections shall take place, whether of officers, or of new members of the Board to fill vacancies.

Sec. 9.—Miscellanious business shall be allowed.

Sec. 10.—The Presiding officer shall call up the business according to these Lemmata.

ARTICLE X.—*Of Motions.*

Sec. 1.—No motion shall be received by the President, or debated, until it is seconded, and given in writing.

Sec. 2.—When a question is under debate, no motion shall be in order, except to adjourn, to amend, to lay on the table, to allow the question to be withdrawn, to take the previous question, to postpone or to commit; and any question may be divided, if it can be formed into parts, if required by any member; in which case each part shall be acted upon separately.

Sec. 3.—Motions to adjourn, to lay on the table, for leave to withdraw, or for the previous question shall be taken without debate.

Sec. 4.—A motion to adjourn shall always be in order.

Sec. 5.—A motion to reconsider shall be in order, if made and seconded by members having the majority in the previous vote at the same meeting, or not later than the next following meeting.

Sec. 6.—When blanks are to be filled up, the question

shall be taken first on the largest sum, highest number, and remotest day.

Sec. 7.—At the request of any two members, the *yeas and nays* shall be ordered on any question, and recorded on the minutes. In such case the members shall be called upon in alphabetical order, and the presiding officer shall vote last.

ARTICLE XI.—*Of Debates.*

Sec. 1.—Every member about to speak, shall rise and address the chair in a respectful manner; shall confine himself to the question under debate; and shall observe all proper courtesy and decorum in his remarks.

Sec. 2.—No member shall speak more than twice on the same question without permission from the Board. And when any one shall be called to order by the President, he shall at once take his seat, unless permitted by the chair to explain. A member refusing to regard the rules, shall be liable to censure by the Board.

Sec. 3.—When two or more members shall rise at the same time, the President shall name the one who shall speak first.

Sec. 4.—On questions of appeal, no member shall be allowed to speak more than once; and with regard to points of order the President shall have the preference when he rises in his seat.

ARTICLE XII.—*Miscellaneous Rules.*

Sec. 1.—Any article or rule of this code of By-Laws may be suspended, altered, or amended, at any annual meeting, by a vote of two-thirds of the members present.

TRUSTEES

OF FRANKLIN AND MARSHALL COLLEGE.

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His Excellency Wm. Bigler, Gov. of Pennsylvania, Ex-Officio.				
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